



**KCE Electronics Public Company Limited**

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## **Corporate Governance Policy**



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## **Corporate Governance Policy**

The Board of Directors of KCE Electronics Public Company Limited firmly recognizes the importance of good Corporate Governance by conducting its business within the framework of the principles of Good Corporate Governance of the Stock Exchange of Thailand and in compliance with the law. Compliance with Corporate Governance is critical in enabling the Company to gain the trust and confidence of Shareholders, customers, employees, and the public in order to achieve the highest sustainable benefit for all stakeholders. The Company complies with the principles of the SET's Good Corporate Governance and of the Organization for Economic Co-operation & Development (OECD)'s international standard. The Board of Directors provides a "Corporate Governance Policy" to encourage the principles of Corporate Governance by focusing on business operations with transparency, morality and integrity and to be applied as the good practices for the directors, executive managements and employees of KCE group; and to reduce conflicts of interest among stakeholders. The Company's compliance with policies, procedures, rules, and codes of conduct ensures the success of good Corporate Governance.

The Company has adopted the Good Corporate Governance Guidelines for Listed Companies as prescribed by the Stock Exchange of Thailand, which cover four main categories as follows:

- Section 1 Shareholders' Rights and Equitable Treatment of Shareholders
- Section 2 Consideration of Stakeholder Interests and Sustainable Business Development
- Section 3 Disclosure and Transparency
- Section 4 Board of Directors' Responsibilities

## **Section 1 Shareholders' Rights and Equitable Treatment of Shareholders**

### **The Rights of Shareholders**

The company is committed to respecting and protecting the fundamental rights of its shareholders, both as investors and as owners. These rights include the ability to buy, sell, or transfer shares; receive a portion of the company's profits; access timely and accurate information; attend and participate in shareholder meetings; express opinions; and take part in key decisions such as dividend allocation, the appointment or removal of directors, the appointment of auditors, approval of significant transactions, and amendments to the Company's Memorandum or Articles of Association.

In addition to the fundamental rights outlined above, the Company has implemented various measures to promote and facilitate the exercise of shareholders' rights, including those of institutional investors, in participating effectively in shareholder meetings. These measures include:

1. The Company convenes its Annual General Meeting of Shareholders within four months from the end of its fiscal year. A notice of meeting is prepared specifying the venue, date, time, meeting agenda, and all matters to be presented for consideration, together with adequate supporting information. Each agenda item is clearly identified as being for acknowledgement, approval, or consideration, as applicable, and is accompanied by the Board of Directors' opinions. The notice of meeting is distributed to shareholders and the registrar at least 14 days prior to the meeting date, or in accordance with the requirements prescribed by the Office of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). Furthermore, the Company publishes the meeting notice in newspapers for no fewer than three consecutive days and discloses all relevant information on the Company's website to ensure that shareholders have ample time to review the materials in advance. In the event that urgent matters arise which impact shareholders' interests or relate to conditions, regulations, or legal requirements requiring shareholder approval, the Company will convene an Extraordinary General Meeting of Shareholders as deemed necessary.
2. The Company ensures and promotes the full participation of the Board of Directors, executive management, relevant departments, and the external auditors at shareholder meetings, thereby enabling shareholders to receive accurate, comprehensive information and to seek clarification on any matters under consideration.
3. The Company provides shareholders with the opportunity to submit comments, recommendations, and questions in advance of the meeting date, thereby facilitating informed and constructive participation in the shareholders' meeting.
4. Prior to the commencement of the shareholders' meeting, the Chairperson provides shareholders with a clear explanation of the number and proportion of shareholders attending in person and by proxy, the rules and procedures governing the conduct of the meeting, and the voting procedures applicable to each agenda item.
5. During the Shareholders' meeting, prior to voting on each agenda item, the Company ensures that all Shareholders have an equal and fair opportunity to express their opinions, provide recommendations,

or raise questions on the matters under consideration. Relevant directors and executive management attend the meeting to respond to any inquiries. Significant questions and comments are duly recorded in the minutes of the meeting to allow Shareholders to review and verify them.

6. In the Shareholders' meeting agenda concerning the election of directors, the Company provides shareholders with the opportunity to submit nominations for directorship in advance of the meeting. Shareholders are entitled to vote for directors individually, selecting candidates they consider qualified to serve as directors and to protect their interests. This process promotes diversity and ensures genuine representation of shareholders.
7. During the Shareholders' meeting, the Company strictly adheres to the agenda as specified in the notice of meeting. No additional agenda items are introduced, nor is the sequence of the agenda altered.
8. The Company employs ballot papers for all agenda items during physical shareholders' meetings, while for electronic meetings (E-AGM), voting is conducted through E-Voting to ensure transparency and verifiability. A computerized system is utilized for shareholder registration and voting to enhance efficiency and accuracy. Furthermore, representatives of the external auditors are invited to oversee and verify the vote counting process.
9. Upon the conclusion of the shareholders' meeting, the Company promptly publishes the meeting resolutions along with the voting results on the same day via the Stock Exchange of Thailand's news system and the Company's website. The minutes of the meeting, containing accurate and comprehensive information, are prepared within 14 days from the meeting date and are disseminated through the Stock Exchange of Thailand's news system and the Company's website to allow shareholders to review them.

#### **The Equitable Treatment of Shareholders**

The company is dedicated to protecting the rights and benefits of shareholders and emphasizes the significance of the rights of all types of shareholders, whether major or minor shareholders, foreign shareholders, institutional investors or disability investors. Shareholders must be treated equally without discrimination and protected from improper actions or actions for the benefit of controlling shareholders that may affect the company's business operations, whether direct or indirect. The principles are an integral part of the company's corporate governance policy.

#### **1. Submission of meeting agenda items and nomination of candidates for appointment as members of the Board of Directors**

In line with good corporate governance practices for protecting shareholders' rights, the Company allows minority shareholders to submit proposals for the shareholders' meeting agenda and to nominate candidates for consideration as directors in advance. These proposals are initially reviewed before being submitted to the Board of Directors for inclusion in the meeting agenda. Clear criteria for this process have been established and communicated to shareholders via the Company's website.

### **Submission of meeting agenda items**

A shareholder who wishes to propose an item for the agenda or a candidate for director must be a shareholder of the Company on the date the shareholder proposes the agenda item or candidate for director. The shareholder making the proposal can be an individual or a group of shareholders holding a minimum of not less than 1% of the total number of voting right shares

The Board of Directors may refuse to consider additional agenda items in the following circumstances

1. Matters prescribed in the second paragraph of Section 89/28 of the Securities and Exchange Act (No.4) B.E.2551, as follows:
  - A proposal that is relevant to the ordinary business operation and the fact given by the shareholder does not indicate any reasonable grounds to suspect the irregularity of such matter.
  - A proposal that is beyond the Company's power to produce the proposed result.
  - A proposal that was submitted to the shareholders' meeting for its consideration within the previous twelve months that received the supporting votes of less than 10% of the total number of voting rights of the Company, unless the facts pertaining to the resubmission have significantly changed from those reviewed at the previous shareholders' meeting.
  - Any other cases as specified in the notification of the Capital Market Supervisor.
2. A proposal that violates the law, rules and regulations of government agencies or other governing agencies or do not comply with the objectives, articles of association, shareholder resolutions or good corporate governance of the Company.
3. A proposal that is within the power and authority of the Board of Directors, unless it has a significant impact on shareholders in general.
4. A proposal that the Company has already implemented.
5. A proposal that is beneficial for a specific person or group and is unlikely to benefit the Company.
6. A proposal from shareholders who are not fully qualified and whose information provided is incomplete or incorrect or is proposed outside of the proposal period.
7. A proposal or evidence from shareholders that is untrue or ambiguous.
8. A proposal that is stipulated by law for consideration at the Annual General Shareholders' Meeting and that has been pursued regularly by the Company.

### **Nominating individuals for appointment as members of the Board of Directors**

The candidates for Director Nominees should possess the following qualifications:

1. Hold qualifications according to the Public Company Act, Securities and Exchange Act and the Good Corporate Governance of the Company.
2. Be knowledgeable, capable, independent and dedicated with the ability to perform the duties of a director with care and loyalty. Candidates should be able to attend Board of Directors meetings regularly, study meeting agendas in advance and productively participate in the meeting in a straightforward manner.

3. Have the skills and knowledge crucial to the business: accounting & finance, business management, business strategy, corporate governance and laws.
4. Should not hold more than three board positions if an executive director and not more than four board positions if a non-executive director in listed company. (refer to the definition).
5. Be not over 65 years of age on the election date. When elected, a director who becomes 65 can maintain his/her directorship until the expiry of his/her term.
6. Independence director must have general qualifications and specific skills, being independent from the group of major shareholders and have the full qualifications prescribed by the Capital Market Supervisory commission.

## **2. Designation of Proxies to the Annual General Meeting of Shareholders**

In order to preserve the rights of shareholders who are unable to attend the AGM meeting in person, shareholders have the right to appoint another person or any independent director of the Company from among all independent directors attending the meeting as a proxy. The Company provides information about independent directors in the proxy form as specified by the Ministry of Commerce, enabling them to participate in and vote on behalf of shareholders. If shareholders appoint a proxy to another person, the company will grant rights and act towards the proxy as if they were a shareholder. Additionally, the Company discloses the proxy form along with details and procedures on the website in advance of the meeting, at least 30 days before the meeting. Shareholders can also inquire for further information via telephone, email, etc

The Company has issued a procedure for shareholders meeting attached with the shareholders meeting invitation letter in order for the attending shareholders and/or the proxies (in the cases where proxies are assigned) to be able to prepare documents/evidence as a self-identification to properly enter the meeting in accordance with the law and the Company's regulation whereby the Company does not stipulate conditions in an obstructive or unreasonably create a burden to the shareholders.

## **3. Preventing the misuse exploitation of insider information**

The Company has established a policy to prevent the misuse of internal information for personal gain, to prevent the use of internal information for trading the Company's securities. Requiring directors, executives, and departments involved with critical information, policies and procedures for supervising directors and executives to prevent them from using the Company's internal information for personal benefit, which can be summarized as follows:

- 1) The Company will educate its directors and executives on the obligation to prepare and disclose reports on securities holding and the change thereof of themselves, their spouses or cohabiting couples minor children and juristic person in which the directors or executives, his or her and collectively hold shares more than 30 percent of the total voting rights, provided that such aggregate shareholding is considered the largest shareholding in such juristic person. The reports shall be

disclosed to the Office of the Securities and Exchange Commission in accordance with Section 59 of the SEC Act and the penalty regarding Section 275 of SEC Act. The Company shall also educate its directors and executives on the reports on acquisition or disposal of securities in accordance with Section 246 of the SEC Act and the penalties stipulated under Section 298 of the Securities and Exchange Act.

- 2) The Company requires directors and executives to prepare and submit reports on their securities holdings, as well as the holdings of their spouses or cohabiting partners, minor children, and legal entities in which the directors, executives, their spouses or cohabiting partners, and minor children hold more than 30% of the total voting rights of the entity, according to the specified securities holdings report format, to the Company secretary before submitting to the SEC. They must prepare and submit their securities holdings report within 30 days from the date they are appointed to the position of director and/or executives, and whenever there is a change in their securities holdings. They must also report any changes in securities holdings within 3 business days from the date of purchase, sale, transfer, or receipt of transfer of the securities. The Company secretary is required to summarize the securities holdings report and any changes in securities holdings for presentation to the Board of Directors for acknowledgment every 6 months.
- 3) The Company requires directors and executives to notify the Company Secretary at least 1 day in advance of their intention to conduct any trading of the Company's shares and report changes in securities holding to the SEC in accordance with Section 59 and as specified in Announcement Sor Jor 6/2567 (2024). The report must be submitted within 3 business days from the date of the change in securities holdings, except in cases where the value of each transaction is less than 3 million Baht. In such cases, the report may be submitted within 3 business days after the cumulative value of the transactions reaches 3 million Baht or after 6 months from the date of the first transaction, whichever comes first. And they must notify the Company secretary to acknowledge and record the changes, as well as summarize the securities holdings of each director and executives to be presented to the Board of Directors at the next meeting. Additionally, the penalties for any violations or failure to comply with the above requirements have also been communicated.
- 4) The Company prohibits directors, executives, employees, and workers of the Company who have access to the Company's inside information from disclosing or using the Company's secrets and/or business information for personal gain or for the benefit of others. This includes using such information to buy or sell, offer to buy or offer to sell, or solicit others to buy or sell the Company's securities. Additionally, these individuals must not disclose such information to others who may use it for similar purposes, especially competitors, whether directly or indirectly, and regardless of whether they receive compensation. This also includes using such information to engage in business that competes with the Company or its subsidiaries.
- 5) The Company requires that directors, executives as well as individuals holding managerial positions in accounting or finance departments at the level of department director or equivalent, and relevant employees, including their spouses and minor children, who have access to significant inside information that may affect the price of the Company's securities, must suspend trading of the

Company's securities during the period before the financial statements are disclosed or information regarding the Company's financial position and status is made public, until the Company's has disclosed the information to the public. The Company will notify directors and executives as well as individuals holding managerial positions in accounting or finance departments at the level of department manager or equivalent, to suspend buying, selling, offering to buy, offering to sell, or soliciting others to buy, sell, offer to buy, or offer to sell the Company's securities, either directly or indirectly, and regardless of whether the actions are for their own benefit or for others' benefit. This suspension will apply for at least 30 days prior to the disclosure of information to the public and for at least 24 hours after the Company's inside information has been publicly disclosed. Individuals with access to this inside information must not disclose it to others.

- 6) The Company prohibits directors, executives, employees, and workers of the Company, or former directors, executives or employees who have resigned, from disclosing inside information or the Company's secrets, as well as confidential information of the Company's clients that they have become aware of through the performance of their duties, to external parties. This prohibition applies even if the disclosure of such information may not result in harm to the Company or its clients.
- 7) Directors, executives and employees of the Company, or former directors, executives, employees, or former employees who have resigned, have the duty to maintain the confidentiality of the Company's inside information. They are obligated to use the Company's inside information solely for the purpose of conducting the Company's business. It is prohibited for directors, executives and employee of the Company to use the Company's confidential or inside information for the benefit of other companies in which they are shareholders, directors, executives, employees, or workers.
- 8) The Company has measures in place to prevent the misuse of inside information by restricting access to information that has not yet been disclosed to the public. Only those who are involved and necessary are allowed to access it. Additionally, a system for securing inside information is implemented, with data owners ensuring that all relevant personnel strictly adhere to these measures
- 9) The disclosure of information must be carried out by Company's personnel who have the authority and responsibility. General personnel do not have the duty to disclose information. When asked to disclose information that is not within their responsibility, they should advise the inquirer to consult the person responsible for disclosing that information, in order to ensure that the information provided is accurate and consistent.
- 10) The Company considers any actions that violate the Use of inside Information Policy, unauthorized disclosure of information, which causes damage to the Company and relate individuals, as an offense subject to disciplinary action according to the Company's work regulations. The Company will consider penalties appropriate to the situation, ranging from a warning to termination of employment, as well as legal liability

## **Section 2 Consideration of Stakeholder Interests and Sustainable Business Development**

### **Treatment of stakeholders**

The Company is aware of the responsibilities to stakeholders and respects their legal rights and ensures that those rights are protected. The Company provides fair treatment and takes into account the interests of stakeholders, which include but are not limited to, various groups: Shareholders, employees, management, customers, suppliers, creditors, the community, society, the government, the environment, the public, etc. Recognizing the role of the Company as a leading Thai manufacturer, the Company places the protection of the environment and safety as one of its priorities. With guidelines for treating all groups of stakeholders in accordance with the details set forth in the Stakeholder Treatment Policy.

The Company encourages active cooperation between the Company and stakeholders in creating wealth, jobs, and the sustainability of financially sound enterprise and ensures that all business decisions and actions comply with all applicable laws and regulations. Stakeholders of the Company are treated fairly in accordance with their legal rights as specified in relevant laws.

The Board of Directors acknowledges the importance of communicating the Company's operational information to all stakeholders, a key aspect of good corporate governance. The Company provides diverse and appropriate communication channels for each stakeholder group, ensuring timely, equal, and effective access to information, including the use of technology to facilitate communication.

### **Procedure Concerning Complaint Reporting and the Protection Mechanism**

The Company believes that good Corporate Governance is vital for the achievement of sustainable long-term growth. Therefore, the Company provides a channel for employees, stakeholders, and concerned third parties to send comments or useful suggestions, or to report or submit information concerning wrongdoing, violations of the law, regulations, or good Corporate Governance principles via email to [whistleblower@kce.co.th](mailto:whistleblower@kce.co.th) Furthermore, to ensure that those who make such a report receive proper protection, the Company has a policy to receive complaints directly through the Audit Committee. All details are kept confidential, and there is a mechanism in place when investigating a party who is accused to ensure fair treatment before disciplinary or legal action is taken.

### **Policy on Intellectual Property**

The Company acknowledges the importance of intellectual property created from an individual's knowledge and ability. The Company, therefore, always makes sure that information used in the Company will not violate the intellectual property of others.

- The Company does not permit or encourage its employees to use illegal software for any Company business.
- Employees who use the Company's computers must strictly follow the rules and conditions of the manufacturer and only with the permission of the Company.

- Employees are not allowed to use any intellectual initiatives created for the Company's business for personal purposes unless they receive permission from the Company. Employees have to return any intellectual property to the Company as soon as their employment is terminated.
- Employees will ensure that external information used for the Company's business purposes is legal and does not violate the intellectual property of others.

### **Section 3 Disclosure and Transparency**

The Company recognizes the importance of information disclosure because it greatly affects decision-making by investors and stakeholders. The Company discloses accurate and complete corporate information, both financial and non-financial, as specified in relevant regulations in a timely and transparent manner through various channels, such as through the SET Community Portal (of the Stock Exchange of Thailand), Annual Report (56-1 One Report), as well as via the Company's website ([www.kce.co.th](http://www.kce.co.th)) (Thai and English) to ensure a factual presentation of vital information and transparent business practices. The Company distributes the annual report, financial statement and information explaining features of the Company's performance in the previous year to Shareholders annually at the Annual General Meeting of Shareholders.

The Company has established policies in regard to external communications as recommended by the Principles for Ongoing Disclosure and Material Development Reporting by Listed Entities to be practiced by staff members, as follows:

- The Company strives to give all parties equal treatment consistently within the set framework by avoiding favoritism or situations where conflicts of interest may arise.
- Dissemination of the Company's information will be made clearly, accurately and transparently. The information is to be credible and straightforward and distributed to stakeholders in a clear, easily understood, and timely manner.
- The Company ensures that any release of information will not jeopardize client relationships, or breach regulations concerning confidential information of clients, Shareholders or other stakeholders.
- The Company's employees must follow the Company's code of conduct where sensitive information is involved.
- Spokespersons for the Company concerning sensitive information are limited to the Chairman of the Board. The managing Director, a Director, or an executive can be designated by the Chairman of the Board to act as a spokesperson to release information about selected important issues.

The Company emphasizes disclosure of information by consistently adhering to the principle of transparency, fairness, completeness, promptness and accuracy, as follows:

- The Company discloses accurate, complete and timely financial information and non-financial information.
- The Board is responsible for the Company's and subsidiaries' financial reports, the Board's statements, and the Audit Committee's reports are presented in the company's annual report. All information

presented in the financial reports is correct in accordance with generally accepted accounting principles and standards, and has been audited by an independent external auditor and is up to date.

- A summary of the Company's Corporate Governance Policy together with implementation of the policy is presented through various channels such as the Company's annual reports and the Company's website ([www.kce.co.th](http://www.kce.co.th)).
- Remuneration of Directors and executives with the amount of payment that corresponds to the contributions and responsibilities of each person are also disclosed via the Company's annual reports and the Company's website ([www.kce.co.th](http://www.kce.co.th)).
- Disclosure of audit and non-audit fees.
- The Corporate Governance report describes the roles and responsibilities of Directors as well as provides the number of Meetings and the attendance of each Director each year.
- All Directors are to disclose and/or report their securities trading and holding, connected transactions and the equity, via the Company Secretary; to the Board of Director's Meeting each quarter.
- The Board of Directors specifies the principle for the Company's directors and Executive managements to report on conflict of interest and related person according to the Section 89/14 of the Securities and Exchange Act B.E. 2551. The report is required to be reviewed each year and/or at the time there is a change, and to be submitted to the Company Secretary.
- The Board of Directors provides a policy to prevent the use of internal information acquired by being the directors, executive managements or the employees of the Company, to exploit the benefit for themselves or to enter into a competing business or related business, including the benefit for company stock trading or giving internal information to other party for the benefit of stock trading.

#### **Conflicts of Interest**

The Company has a policy to conduct its business with honesty, transparency, and fairness. The Company's Directors, executives and employees must not engage in any business or undertake any connected transaction related to them or people/legal entities that could pose a conflict of interest to the Company. The Board of Directors has established a clear policy regarding the consideration and approval of matters that may cause a conflict of interest. Directors shall disclose their conflict of interest, if any, prior to the Meeting. Directors are not allowed to attend or vote in a Meeting should there be a conflict of interest. In case there may be a transaction or matter in which there is a material conflict of interest, the Board of Directors may assign the Audit Committee to consider and propose its opinion to the Board of Directors. The Board of Directors must ensure strict conformance to the regulations and procedures for the disclosure of connected transactions specified by the law and the regulators.

Furthermore, the Directors have to disclose any conflicts of interest to the Audit Committee. All Management and staff who work in risk area (Purchasing& Shipping Department) have to disclose any conflicts of interest to Chief Executive Officer and President. Disclosure is made electronically via "Conflict of Interest Report" annually, as well as to promptly update any relevant changes to the status of their interests.

### **Penalties for the Use of Insider Information by Executives and Employees**

Penalties for the Misuse of Insider Information. Any employee or executive found to have misused insider information shall be subject to disciplinary measures, which may include, but are not limited to, a verbal warning, a written warning, reduction of allowances, reduction of wages, temporary suspension without pay, or termination of employment. The individual may also be required to compensate the Company for any monetary damages arising from such misconduct. The disciplinary action imposed shall be commensurate with the severity of the violation. In addition, the offender may be subject to any legal penalties applicable under relevant laws and regulations

### **Internal Control and Connected Transaction**

#### **Rationale for connected transactions**

The Company, its subsidiaries and associated companies have from time to time entered into transactions with connected parties. The transactions involved the buying or selling of produced goods, raw materials or fixed assets, other revenue, expense charges, dividend payments and other transactions that supported normal business activities. The selling and buying prices were in line with normal business rates or made with reference to the market price. All connected transactions with related parties were disclosed Note in the financial statement for the year and both the Board of Directors and the Audit Committee reviewed the transactions to ensure they were justified and sensible.

#### **Approval procedure for connected transactions**

All connected transactions must be approved by the Board of Directors and proposed to the Audit Committee for consideration and for their opinions on the justification and appropriateness of the transaction. The approval of connected transactions must also comply with the Stock Exchange of Thailand's rules and regulations relating to connected transactions and the acquisition or disposal of assets. In the case that any board member has a conflict of interest in any related transaction, he or she must refrain from rendering any opinion or vote on that particular agenda matter. In approving any connected transaction, the Company enforces a strict procedure that includes deliberate consideration, making a sensible and independent judgment and taking into account the maximum benefit to the Company. The connected transaction will be treated as if it were a normal outside transaction.

#### **Policy for future connected transactions**

Connected transactions between the Company and related parties will continue to occur in the future and be conducted in the normal course of business. The principle governing such transactions remains one based on sensibility, fair pricing and general trading terms in order to ensure equitable benefit to shareholders and all stakeholders, in accordance with good corporate governance. The Company will strictly comply with the approval process as described earlier. In the event that any connected transaction requires approval from the Audit Committee, as regulated by the SET, but the Audit Committee has no expertise in that particular area,

the Company will appoint an independent professional or its external auditor to provide an opinion on the matter to help the Board make an appropriate decision. The Company will ensure that connected transactions do not involve a transfer of benefit between the Company and its subsidiaries and the Company has taken into account the maximum benefit for all shareholders.

## **Section 4 Board of Directors' Responsibilities**

### **Structure of the Board of Directors**

It consists of six committees: the Board of Directors, the Executive Committee, the Audit Committee, the Nomination and Remuneration Committee, the Corporate Governance and Sustainability Committee, and the Enterprise Risk Management Policy Committee. Their scopes, authorities, and responsibilities are as follows:

#### **1. The Board of Directors**

The Board of Directors consists of nine directors as follows:

- The Chairman, who is a different person from the President and Chief Executive Officer, so there is a clear segregation of roles, duties and a balance of power in operations.
- Four Independent Directors, accounting for more than one-third of the Board of Directors, to ensure board representation meets good corporate governance standards as set by the SET
- Six of the Board members are non-executive directors and three are executive directors.

#### **Duties and Responsibilities of the Board of Directors**

1. Acting in the best interests of shareholders (fiduciary duty) by adhering to the following four main practices:
  - 1) Performing duties with all circumspection and caution (Duty of Care)
  - 2) Performing duties with faithfulness and honesty (Duty of Loyalty)
  - 3) Performing duties in compliance with laws, objectives, Articles of Association, and resolutions of Shareholders' Meetings (Duty of Obedience)
  - 4) Disclosing information to shareholders accurately, completely, and transparently (Duty of Disclose)
2. Approving and reviewing the Company's vision, mandate, policy, operational and budget plan, and supervising the performance of top executives to ensure they efficiently and effectively comply with policies for the security and balanced and sustainable interest of all stakeholders.
3. Undertake management in compliance with the law, the Company's objectives and Articles of Association and the resolutions of Shareholders' Meetings with integrity and in good faith, to protect the Company interest.
4. In supervising the Company's business, the Board has determined the following matters to be the authority and responsibility of the Board, who shall consider for the approval:
  - 1) Policy, strategic management, targets, plans and annual budget of the company and subsidiaries.
  - 2) The Company's monthly and quarterly performance, compare to the plan and budget.

- 3) Investment projects that were not included in the annual capital budget, and approving any regular trade transactions which exceed the CEO's authorization limit.
- 4) The purchase or sale of assets, the acquisition of business and the participation in joint- venture that complies to the SET's criteria, and the value do not exceeding the President's authority.
- 5) Any transactions or actions that will result in a major impact to the Company's financial status, debt burden, business operational strategy and reputation.
- 6) Any contract execution that is not related to the usual business operations, as well as any important contract on the usual business activities.
- 7) Opening and closing a Company's bank account with any financial institutes.
- 8) Related Transactions between the Company, subsidiaries, associate company and related persons, which do not meet with the requirements of the SET and SEC.
- 9) Payment of the interim dividend.
- 10) The change of policy and procedure that significantly affect accounting, risk management or internal control.
- 11) Determination and change of the approval authority conferred to CEO and executive management.
- 12) The proposed appointment and the termination of the Company's directorship and the Company secretary status.
- 13) Empowerment to either Chairman of the Board, CEO or Director, including the revision, change, amendment of the said empowerment, where the action does not contradict to the criteria and regulations of SET or SEC.
- 14) The appointment and determination of the sub-committee's duties and responsibilities.
- 15) The appointment of the Director in subsidiaries.
- 16) The change or reorganizing the Company structure, for the Executive VP position up.
- 17) Any other actions to comply with laws, the Company's objectives, the Articles of Association and the resolutions of the Board.

5. Supervising and examining the financial reporting system for accuracy, transparency and adequacy.
6. Complying strictly with the Company's good corporate governance policy.
7. Initiate and be in part in determining the Corporate Governance policy, corporate governance guideline practice, roles and duty of the Company directors, and approve the CG policy.
8. To establish the Internal Audit Unit to perform the duty within the Company, having a direct reporting line to the Audit Committee.
9. Reviewing resolutions on director and executive remuneration for the best and sustainable interest of the Company and its shareholders.
10. Supervising the process of appointment and election of directors for the purpose of transparency and clarity.
11. Monitoring and managing any conflict of interest that may occur. Promoting awareness of the importance of the internal control system and internal audits to reduce the risk of fraud, abuse of authority and to prevent any illegal acts.

12. Protecting the rights of all shareholders and stakeholders. Monitoring and supervising the disclosure of information and communications in an accurate, complete and transparent manner.
13. Reviewing the recruitment and nomination of executives as needed.
14. Policy placement, the administration of Company and including the auditing of the company's performance
15. Overseeing and developing the risk management system, and corporate governance to achieve internationally accepted standards.
16. Assessing the performance of the Board and its committees annually (in addition, each individual director performs a self-assessment).
17. Attending all meetings of the Board of Directors and shareholder meetings except in unavoidable circumstances with advance notification to the Board or the secretary to the Board.

#### **Roles and Duties of the Chairman of the Board**

The Chairman functions as the leader of the board. He has the responsibility of setting the board agenda, providing information to directors, and to lead open boardroom discussions, enabling the directors to engage in constructive debate and effective discussions that are beneficial to the Company.

The Chairman works to create and maintain a culture of openness and constructive challenge which allows for a diversity of views to be expressed. The Chairman should also be available to shareholders for dialogue on key matters of Company governance, particularly in areas where shareholders have concerns.

Even though the Chairman is not an independent director, the Nomination and Remuneration Committee is of the opinion that this management structure is suitable to the nature of KCE's business, and that his talents have been instrumental in the success and continued growth of the business. As the Chairman was the first person to bring PCB production technology to Thailand, he therefore has many years of expertise in the PCB business and is capable of performing his duties with an accountability to the benefit of all stakeholders, particularly minor shareholders.

The Chairman of the Board has neither absolute nor superior powers. The Public Company Act describes the additional responsibilities and duties of the Chairman as:

- Acting as a chairman at the board meeting and overseeing board meetings to ensure they are efficient and open for comments, suggestions and independent recommendations by the directors
- Having a casting vote in the board meeting and shareholder meetings.
- At any meeting of the Board of Directors or of the shareholders, in the event that the Chairman of the Board has a direct or indirect interest in any matter on the agenda, the Chairman shall be required to withdraw from the meeting during the discussion of such matter and shall refrain from exercising any voting rights thereon.
- Acting as chairman at shareholder meetings.

In addition to his roles and responsibilities as director, the Chairman must strictly comply with the ethics and good corporate governance practices and act as a role model for the directors, and all employees of the Company.

## **2. Executive Board**

The Executive Committee is responsible for supervising and managing the organization's operations in accordance with the policies, strategies, and directions established by the Board of Directors. The Committee emphasizes effective, transparent, and accountable management to ensure the organization's goals are achieved and sustained growth is maintained.

### **Duties and Responsibilities of the Executive Committee**

1. Review the policy, direction, strategic plan to conduct the business, Management structure and the annual budget of the Company and Subsidiaries, all investment projects and Manpower plan.
2. Approving the nomination, selection, and appointment of a new executive management (Assistance VP position or higher), and determine compensation in line with the Nomination & Remuneration Committee's criteria.
3. Supervising the performance of Management in accordance with Company policy, having overall responsibility for and taking control of the expenses and investment funds as outlined in the Company's Annual Plan as approved by the Board of Directors.
4. Reviewing the performance results in line with management policy and determining the positioning, strategic and operational plans in order to achieve the Company's ultimate goals.
5. Taking responsibility for the performance results of management and providing troubleshooting advice in order to ensure the Company's goals are efficiently achieved.
6. Taking control of the Company's expense budget as assigned by the Board of Directors or as outlined in the Company's Annual Plan.
7. Providing information and advice to the Board of Directors in support of any decision-making for the Company.
8. Solving problems or conflicts that have an impact on the organization of the Company.
9. Maintaining efficient communications with stakeholders.
10. Reviewing the Company's fundraising plans for further submission to the Board of Directors.
11. Approving the appointment of advisors for specific areas, as required by the Company's business operations.

## **3. Audit Committee**

The Board of Directors appointed the Audit Committee, whose qualifications are fully compliant with the criteria of the Stock Exchange of Thailand, to review business operations, financial reports and internal control systems, to select independent auditors, and to review conflicts of interest. The members of the Audit Committee have the necessary qualifications and experience to ensure the reliability of the financial statements.

The Audit Committee consists of three directors who meet the following the criteria:

- Three independent directors
- The committee chairman has adequate knowledge and experience to review and attest to the reliability of the financial statement.

### **Duties and Responsibilities of the Audit Committee**

1. Conducting audits to ensure that the Company has prepared accurate and adequate financial reports and ensure the auditor attends the committee meetings on a quarterly basis.
2. Conducting audits to ensure that the Company complies with the Securities and Exchange Act, the requirements of the Stock Exchange of Thailand and other laws relating to the Company's business.
3. Reviewing the disclosure of Company information in instances of connected transactions or transactions that may cause conflicts of interest, to ensure that such reported transactions are accurate and complete.
4. Conducting audits to ensure that the Company has proper and effective systems of internal control, including reviews of the internal audit report, the auditing procedures, and assessing the review of Company operations in accordance with generally accepted procedures and standards and coordinating with the Company's auditor.
5. Reviewing, selecting, nominating or terminate the Company's external auditor, as well as deciding on a suitable auditing fee, and meeting with the auditor at least once a year, in absent of management.
6. Making assessments of the Company's major risks and giving advice to minimize such risks.
7. Approving the nomination, appointment, transfer or dismissal, and rewards to the chief of the Company Internal Audit Unit.
8. Approving the audit plan of the Internal Audit Unit; reviewing the budget plan and the manpower needs of the Internal Audit Unit.
9. Reviewing and making an assessment of the supervisory performance of the Audit Committee and preparing the report of the Audit Committee to be disclosed in the Company annual report.
  - 1) Accuracy and reliability of the financial report
  - 2) Adequacy of the internal control
  - 3) Compliance with the law on securities, SET requirements and applicable law
  - 4) Auditor's suitability
  - 5) Transactions with potential conflict of interests
  - 6) Audit Committee's meetings and the attendance of individual member
  - 7) Opinion or notice arising out of performing duties
  - 8) Any other matters the shareholders and general investor should know
10. The Chairman or the members of the Audit Committee shall attend Shareholders' Meetings in order to provide explanations on matters relating to the Audit Committee or the appointment of the Company's auditor.
11. Reviewing and revising updates of the Charter of the Audit Committee annually (if deemed appropriate)
12. Ensuring the risk management systems to be in appropriated standard, conferring with the Risk Management Committee regarding the main policy related to risk management and risk assessment in all areas, including the risk of corruption.
13. Taking any other action as assigned by the Board of Directors.
14. Regularly report its performance to the Board every quarter.

#### **4. Nomination and Remuneration Committee**

The Nomination and Remuneration Committee plays a vital role in overseeing the processes of nomination, appointment, and determination of remuneration for members of the Board of Directors, senior executives, and key management positions. The Committee operates with transparency, fairness, and accountability to ensure that the organization's governance and management systems are efficient and in alignment with good corporate governance principles.

The Board of Directors is responsible for the appointment of the Nomination and Remuneration Committee, which comprises three directors as follows:

- Two independent directors and one non-executive director
- The chairman is the independent director.

##### **Duties Related to Nomination Tasks**

1. Considering the appropriate structure and the composition of the Board, for the Committee and individual, to suit the organization in terms of the size, business type and the complexity of the Company's business; the qualification of each director in terms of education, knowledge, expertise, skill, experience and specialization that related to the Company's business or industry that the Company currently operate.
2. Considering the qualification of the Independent Director that conforms to the SEC's regulations.
3. Considering the qualification of top executive director who suits the Company's business management to achieve the Company's vision, covering the education, experience, knowledge and skill, and concerned factors of the business environment that is important must also be considered.
4. Creating policy, rules, methodology and procedure in nominating a person for the Company's director, which conform to the structure and qualifications as determined and suit to the Company's organization.
5. Recommending a development plan in order to enhance the knowledge for both current directors and new director, to understand the business, roles and responsibilities of the director and the important development. Coordinating with management to arrange orientation program to the new director, providing documents and information that are useful for the director to perform his duties.
6. Recommending a succession plan for the Company's top executive in order to be prepared for the successor in the event that such top executive will retire or not in the position to perform the duty, so that the Company's business could be continued to operate as usual.
7. Providing minority shareholders with an opportunity to propose qualified persons for selection as directors.
8. Selecting qualified director to be a member of the sub-committee and nominating the director to the Board of Directors for consideration.
9. Identifying qualified candidates to replace directors retiring at the end of their term or whatever the case may be, and submitting a list of nominees to the Board of Directors and/or the Shareholders' Meeting for resolution.
10. Hold meetings and regularly report its performance to the Board at least twice a year.

#### **Duties Related to Remuneration Tasks**

1. Reviewing and proposing compensation form and methodologies, so that remuneration is appropriately corresponds to respective assigned duties and responsibilities, by linking remuneration to the performance assessment, business plan and overall Company's operating results. The directors' remuneration should be adequate to provide incentives for the directors and to retain the capable directors. The Board of Directors should consider and propose to the Shareholders' Meeting for approval resolution.
2. Considering the Assessment form for the Board of Directors and propose to the Board for approval. The form will be used and reviewed by the Nomination Committee and the assessment results will be considered in determining the Director's compensation.
3. Considering the Assessment form of the annual performance for the Company's CEO
4. Reviewing and approving compensation structure and standards for the Company's CEO, including other compensation in every year.
5. Evaluating the CEO's annual performance and determine appropriate remuneration, and propose to the Board of Directors for approval.
6. Hold meetings and regularly report its performance to the Board of Directors at least twice a year.

#### **5. Corporate Governance and Sustainability Committee**

Corporate Governance and Sustainability Committee was established to oversee and guide the organization's sustainability strategies, policies, and practices in alignment with the principles of Good Corporate Governance and the United Nations Sustainable Development Goals (SDGs)

The Committee is responsible for setting frameworks and monitoring the organization's performance in the areas of Environmental (E), Social (S), and Governance (G), ensuring that business operations create a balance between economic growth, environmental stewardship, and social responsibility.

#### **Duties and Responsibilities of the Corporate Governance and Sustainability Committee**

1. Defining policy and proposing appropriate and practical guidance to the Company's Board of Directors.
2. Managing and controlling Company operations in accordance with the Company's good corporate governance standards, policies, and related laws.
3. Defining and reviewing important policies and procedures and revising them to be more appropriate on a regular basis.
4. Reporting to the Board of Directors on the results of good corporate governance including comments and for further proposed improvements.
5. Covering the scope of CSR activities.
6. The CG Committee is obliged to conduct at least three meetings a year, depending on the necessity and appropriateness. The results of the meetings are reported to the Board of Directors.

## **6. Enterprise Risk Policy Committee**

The Enterprise Risk Management Policy Committee is responsible for formulating policies, frameworks, and guidelines for effective risk management throughout the organization. The Committee ensures that risk management practices are aligned with the organization's strategic objectives, promoting transparency, accountability, and sustainable growth. The Committee plays a key role in overseeing and monitoring the organization's risk management processes, covering all types of risk strategic, operational, financial, compliance, and reputational. It also fosters a strong risk-aware culture across all levels of the organization.

### **Duties and Responsibilities of the Enterprise Risk Policy Committee**

1. Create a policy and practical guideline for risk management to cover all dimensions of the risk for the Board of Directors to consider and approve.
2. Define essential risk for the Company and propose the preventive actions or minimizing the risk at an acceptable level.
3. Review the suffice of the risk policy and the risk management system, including the effectiveness of the system and practices in compliance with the policy.
4. Oversee, follow up and assess the performance, including the adjustment of the operation plan, in order to continually reduce the risk and be suitable for the Company's business situation.
5. Performing other duties as assigned by the Board of Directors.
6. Hold meetings and regularly report its performance to the Board at least twice a year.

### **Risk Management Committee**

The Management Risk Committee is responsible for implementing the risk management framework and policies established by the Enterprise Risk Management Policy Committee. The Committee ensures that risk management is integrated into all levels of the organization's operations and decision-making processes to effectively identify, assess, and manage potential risks that may impact the organization's strategic objectives. The Committee plays a key role in monitoring and evaluating significant risk exposures, recommending appropriate mitigation measures, and fostering a strong risk management culture across all departments. It also ensures that risk information and assessments are accurately reported to the Enterprise Risk Management Policy Committee and the Board of Directors.

### **Duties and Responsibilities of the Risk Management Committee**

1. Defining potential risk factors that could impact the Company's business, and oversee the operations in line with the Risk Policy Committee's plan.
2. Defining risk management policies to keep risk at an acceptable level.
3. Defining the risk-management process according to risk-management policies, and following up to check on the effectiveness of the practice compared with the predefined process.
4. Reviewing and ensuring that the practices of risk management are adequate, appropriate and practiced continuously so that risks can be maintained at an acceptable level.

5. Presenting the overall risks facing the Company including the management process, and the results of performance to the Board of Directors on a quarterly basis.

#### **Nomination of Directors and Independent Directors**

The Company has defined the role and qualifications of the ***Independent Directors*** in compliance with the Securities and Exchange Commission's and the Stock Exchange of Thailand's criteria, as follows:

1. Shall not hold more than 0.5% of the total voting shares of the company, including the shares held by related persons of that independent director.
2. Is not or has never been a director involved in management, an employee, a staff member, a salaried advisor, or a person with controlling authority in the company unless at least 2 years have passed since leaving such positions.
3. Is not related by blood or by legal registration (e.g., parent, spouse, sibling, child, or spouse of a child) to any other director, executive, major shareholder, controlling authority, or a person nominated as a director, executive, or controlling authority of the company or its subsidiaries.
4. Has no current or prior business relationship with the company in a manner that might obstruct independent judgment. This includes not being or having been a significant shareholder or controlling authority of an entity that has a business relationship with the company unless at least 2 years have passed since such relationships ended.
5. Is not and has never been an auditor of the company\* and is not a significant shareholder, controlling authority, or partner of the audit firm where the auditor of the company belongs, unless at least 2 years have passed since such relationships ended.
6. Is not and has never been a professional service provider, including a legal or financial advisor who receives service fees exceeding 2 million baht per year from the company, nor a significant shareholder, controlling authority, or partner of that professional service provider unless at least 2 years have passed since such relationships ended.
7. Is not appointed as a representative of the company's directors, major shareholders, or shareholders who are related to major shareholders.
8. Does not operate or hold shares exceeding 0.5% of total voting shares in a business that is similar to and significantly competes with the company or its subsidiaries, nor is a partner in a partnership or a director involved in management, employee, staff member, or salaried advisor of such competing business.
9. Has no other characteristics that would impede the ability to express independent opinions on the company's operations.
10. Is capable of performing duties, expressing opinions, and reporting work outcomes independently, without being under the control of the company's management, major shareholders, or related persons, including close relatives of those individuals.

### **Criteria to Nominate Directors**

The Board institutes a policy, criteria and procedures for nominating Directors by which it assigns the Nomination and Remuneration Committee to search for and select persons it deems qualified to act as a Director. The Committee proposes the appropriate selection criteria to the Board according to the present circumstances of the Company. The Committee allows various channels, such as major shareholders, minor shareholders and current Directors, to nominate potential candidates. It also considers the Director Pool of the Thai Institute of Directors (IOD) as well as other channels as it deems appropriate.

The Nomination and Remuneration Committee is responsible for selecting and screening candidates to hold the position of Director, with qualifications of candidates prescribed in the Company's regulations and in compliance to the business strategies, as well as the defined Board skill matrix which determines the required qualifications and other related criteria. The name of a candidate is proposing to the Board of Directors for consideration and approval before being submitted to the Shareholders' Meeting for a vote in accordance with the following criteria and procedures:

1. Each Shareholder shall have one vote per one share.
2. Each Shareholder may exercise all votes for voting individuals nominated to be a Director, one person at a time.
3. Persons who receive the highest vote sequencing from higher to lower are elected to be a Director of the Company per the number required that year. In the case where the a vote is even for the last required Director making the number of Directors more than that required, the Chairman of the Meeting will cast the deciding vote.
4. When there is a vacancy for a Director due to other conditions rather than by rotation, the Board of Directors appoints a qualified person who meets the criteria as required by the Company's articles of association to fill the position and attend the next Board of Director's Meeting. The appointed Director will remain in office for the remaining term of the replaced Director.
5. The Company has implemented a policy to limit the number of listed companies in which a Director can hold the position of Director to not exceeding five listed companies.

### **Nomination of Management**

- **Nomination of the CEO**

The Executive Board primarily considers the selection of qualified persons who are deemed highly knowledgeable and capable and who possess a high degree of experience and understanding of the business. The Executive Board then proposes the candidate to the Nomination and Remuneration Committee to be put forward to the Board for approval.

- **Nomination of Executive management**

The Board of Directors authorizes the Chief Executive Officer to select and appoint candidates with the qualifications, knowledge, skills and experience suitable for each executive position. The recruitment will be processed under the Company's human resources procedure.

**Directorships in Other Listed and Non-Listed Companies**

The Company stipulates a policy of diversification in relation to Board members in the Nomination & Remuneration Charter as well as Corporate Governance policy. The Board considers it appropriate that the Board structure comprises qualified members who possess diversified knowledge and experience and who are committed to maintaining a high degree of personal and professional ethics, honesty and integrity. In addition, Board members are selected without discrimination in terms of gender, race, religion, age, professional skill or other qualifications.

Each Board member is knowledgeable and competent with the skills, experience, and expertise that are useful to the Company. Each Board member has contributed both time and dedication to the Company in creating a strong Board of Directors to determine the business direction and policies, and to supervise and monitor the Company's operations to ensure that all activities are conducted in accordance with relevant laws and ethical standards. All Directors understand their roles and responsibilities and the nature of the Company's business. They express their ideas independently with vision and leadership and always update themselves. The Company's Directors perform their duties in good faith and with due diligence and care in the best interests of the Company and all Shareholders and in accordance with the principles of good Corporate Governance.

For the efficient performance of Directors, the Company has implemented a policy to limit the number of listed companies in which a Director can hold the position of Director to not exceeding five listed companies. Furthermore, the company has established a policy to limit the number of non-listed companies in which the chief executive officer can be a Director, not exceeding five non-listed companies.

The policy limits the number of non-listed companies, not accounting for the Company's subsidiaries or associates, due to management being centralized for the group; therefore, key members of the Company's management who may be a Director in that period may be appointed a Director of the Company's subsidiary. This is for the purpose of streamlining management policy throughout the Group.

**Term of Directorship**

The term for all Directors is 3 years. There is a restriction to the number of terms of Independent Directors of not more than 3 consecutive terms and not more than 9 years in total. The Board of Directors may consider the extension of the term for Independent Directors as deemed appropriate. In the year that the term for such independent director expires according to the term limit, the board may propose the name of that director to the ordinary shareholders' meeting for re-election as an independent director. In case the tenure of an independent director exceeds 9 years, the consideration will be based on necessity and reasonable grounds.

In accordance with the Public Company Limited Act and the Company's articles of association, one-third of the Company's Directors are required to end their term at each AGM. If the number of Directors cannot

be divided evenly into three parts, the number of Directors to end their Directorship must be closest to a ratio of 1/3 as much as possible. The order of retirement is based on the length of time a Director has served in his/her current term, so that Directors who have served the longest on the Board are the most eligible to retire. Nevertheless, a retiring Director is eligible for reelection. The policy of the Board of Directors is that the term of Directorship of the Sub-Committee is in line with the term of Directorship of the Company's Directors.

#### **Board of Directors' Meetings**

The Board collectively establishes the annual meeting schedule in advance, beginning at the end of the preceding year. In accordance with this schedule, Board meetings are held on the second Tuesday of each month.

The Chairman and the Company's Secretary jointly set a clear agenda before each Board Meeting. All Directors are able to freely propose their agenda items for consideration by the Chairman before inclusion in a Meeting.

The Secretary submits Meeting documents that can be revealed in written form or via electronic means without affecting the Company's business operations to the Directors at least 5 days in advance for their consideration, together with invitation letters specifying the agenda, Meeting date, time and place. In emergencies, to protect the Company's rights or interests, an appointment for such a Meeting through other methods could be given at shorter notice. Requests for more information could be obtained from the executive office. Members of the Board may also request additional agenda items for the Board's monthly Meeting.

During each Meeting, the Chairman allocates enough time for discussion of each significant issue and encourages all Directors to express their ideas with the Company's Secretary and legal department in attendance. Executives who are directly responsible for pertinent issues discussed during the Meeting could be invited to clarify and provide information. The Company's attorney attended all of the Meetings, recorded the minutes, and managed all documents as well as gave advice to the Board of Directors and executives regarding compliance issues. Directors who have a vested interest in an agenda item must abstain from voting or from attending the Meeting. The Company requires a quorum of at least 2/3 of the board members present to make a decision. The regular Meeting time usage is one-two hours.

The Board considered the monthly results of operations report compared with the targets. The Board also regularly considers and acknowledges any changes in relevant laws, rules, and regulations related to the Company, including following up the operations report in order to conform with rules, regulations, and best guidelines.

#### **Board Evaluation**

The Board of Directors stipulates (1) a self-assessment of the Board; (2) a self-evaluation of individual Directors; and (3) a self-assessment of all 4 sub-committees (the Audit Committee, the Nomination and Remuneration Committee, the Corporate Governance and Sustainability Committee, the Enterprise Risk Policy Committee, in order that the Directors can jointly review their performances and jointly solve problems in order to ensure an overall improvement in performance, evaluation of the Chief Executive Officer's Performance.

### **Evaluation of the Performance of the CEO**

The Board of Directors requires an evaluation of the CEO's performance be conducted on a yearly basis against target and evaluation criteria that are linked to the successful carrying out of the Company's strategic plans in order to appropriately determine his remuneration and incentive rewards.

The Board considered approving the use of an assessment form for the CEO based on a preliminary format set by the SET. At the end of the year, the Company's Secretary will distribute an evaluation form to all Directors and to the CEO for his self-assessment. The results will be summarized and used for a potential development plan for the CEO.

The Company's Secretary will gather and report the evaluation results to the Nomination and Remuneration Committee and the Board in order to determine an appropriate remuneration for the CEO.

### **Development of Directors and Management**

The Board of Directors has a policy to support and provide training and knowledge on the Company's corporate governance system to related parties, including Directors, members of the Audit Committee, member of the Nomination and Remuneration Committee, members of the Enterprise Risk Policy Committee, members of the Environmental, Social, Governance and Sustainability Development Committee, to ensure the continuous performance improvement as arranged by the Stock Exchange of Thailand, the Office of the Securities and Exchange Commission, and training courses of Thai Institute of Directors Association (IOD).

There were directors attending trainings with the Thai Institute of Directors Association (IOD) in courses related to their roles. 100% of the total board members participated, with the IOD courses as Directors Accreditation Program (DAP) and Directors Certification Program (DCP)

### **Succession Plan for Top Executive Positions**

The Board stipulates the succession plan for the position of CEO and the Executive VP of all business Unit. The succession plan for the CEO and the top Executives of the Company is carried out by the Nomination & Remuneration Committee and propose to the Board of Directors. The process begins with the selection of candidates who possess the required qualifications, competency and experience for each position. The focus of the recruitment is also on young talent, as persons of this age group can be trained and developed to be future leaders. The Company implements performance-based Pay in line with the achievement to target, in order to maintain its employees and encourage them to grow together with the Company for the long term. In a long term, the Nomination and Numeration Committee must review and conclude the successor plan for the CEO and the executive management and report to the Board once a year.

### **Supervision of subsidiaries and associated companies**

The Company recognizes the importance of governing its subsidiaries and joint ventures to ensure aligned operations, adherence to sound corporate governance principles, and the protection of shareholder and stakeholder interests. To this end, the Company has established the following:

#### 1. Governance Policy and Framework

The Company has established a governance policy and framework for subsidiaries and joint ventures to ensure that business operations comply with applicable laws and regulatory requirements. The framework defines the approval authority for significant transactions and sets out appropriate risk management practices.

#### 2. Appointment of Directors and Executives

The Company appoints representatives with the requisite knowledge, skills, and experience to serve as directors in subsidiaries and joint ventures. These representatives are responsible for providing close oversight of operations and offering guidance on policy and management matters.

#### 3. Performance Monitoring and Reporting

Subsidiaries and joint ventures are required to report regularly on operational performance, financial status, and related-party transactions. This enables the Company to monitor, evaluate, and manage risks across the Group effectively.

#### 4. Internal Control and Risk Management

Subsidiaries and joint ventures are required to implement adequate internal control and risk management systems covering operational, financial, and legal compliance areas. This ensures that operations are transparent, auditable, and consistent with good corporate governance practices.

#### 5. Disclosure of Material Information.

#### Review of the Company's Corporate Governance Policy

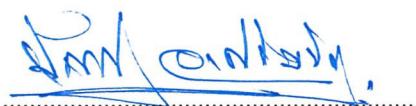
The Board mandates a continuous review of the Corporate Governance Policy, to be conducted at least annually, to ensure its ongoing relevance, effectiveness, and alignment with prevailing circumstances and best practices.

This Corporate Governance Policy shall come into effect as of 11 November 2025



(Mrs. Siriphan Suntanaphan)

Chairman of the Corporate Governance and  
Sustainability Committee



(Mr. Bancha Ongkosit)

Chairman of Executive Board